

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Michael K. Davis (401) 276-2644
B. E-MAIL CONTACT AT FILER (optional) mdavis@brownrudnick.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) Michael K. Davis, Esq. Brown Rudnick LLP 10 Memorial Boulevard Providence, RI 02903

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor Information in Item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME Manhattan Housing Specialists, Inc.					
OR	1b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS 320 Newport Avenue			CITY East Providence	STATE RI	POSTAL CODE 02916
				COUNTRY USA	

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor Information in Item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME					
OR	2b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. MAILING ADDRESS			CITY	STATE	POSTAL CODE
					COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME Rhode Island Housing and Mortgage Finance Corporation					
OR	3b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS 44 Washington Street			CITY Providence	STATE RI	POSTAL CODE 02903
				COUNTRY USA	

4. COLLATERAL: This financing statement covers the following collateral:

Debtor hereby assigns and pledges to Secured Party, and hereby grants a security interest to Secured Party in, all of Debtor's right, title and interest in and to (i) a \$35,669.00 portion of the developer's fee in the aggregate amount of \$105,366.00 due and payable to Debtor from HEALYN Properties, LLC, a Rhode Island limited liability company ("Borrower") (the "Developer's Fee"), (ii) that certain Development Agreement, dated as of September 29, 2014, between Borrower and Debtor, as amended from time to time (the "Development Agreement"), (iii) all collateral securing Borrower's obligations under or with respect to the Development Services Agreement and/or the Developer's Fee, and (iv) all products and proceeds of the property described in the immediately preceding clauses (i), (ii) and (iii), in each case howsoever evidenced, whether now existing or hereafter acquired and wheresoever located.

5. Check <u>only</u> if applicable and check <u>only</u> one box: Collateral is <input type="checkbox"/> held in a Trust (see UCC1Ad, Item 17 and Instructions) <input type="checkbox"/> being administered by a Decedent's Personal Representative	
6a. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility	
6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing	
7. ALTERNATIVE DESIGNATION (if applicable): <input type="checkbox"/> Lessee/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailor <input type="checkbox"/> Licensee/Licensor	
8. OPTIONAL FILER REFERENCE DATA: RIH / Esmond (80412/247)	